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DEPARTMENT OF AGRICULTURE.

Agricultural Adjustment Administration.

SUGAR ACT OF 1937

NOTICE OF HEARINGS AND DESIGNATION OF PRESIDING OFFICERS

Pursuant to the authority contained in Sections 301 (b) and 511 of the Sugar Act of 1937 (Public, No. 414, 75th Congress),

Notice is hereby given that public hearings will be held as follows:

At Denver, Colorado, in the House Chamber, Capitol, on October 14, 1937, at 9:30 a. m.

At Pueblo, Colorado, in the County Commissioners' Room, Court House, on October 18, 1937, at 9:30 a. m.

At Scottsbluff, Nebraska, in the Emory Hotel, on October 21, 1937, at 9:30 a. m.

At Billings, Montana, on the Third Floor, Commercial Club, on October 25, 1937, at 9:30 a. m.

At Toledo, Ohio, in Room 418, New Federal Building, on October 29, 1937, at 9:30 a. m.

The purpose of such hearings is to receive evidence likely to be of assistance to the Secretary of Agriculture in determining, pursuant to the provisions of Section 301 (b) of the said act, fair and reasonable wage rates for persons employed in the production, cultivation or harvesting of the 1937 crop of sugar beets on farms with respect to which applications for payment under the said act are made.

Any of such hearings, after being called to order at the time and place mentioned above, may for convenience be adjourned to such other place in the same city as the presiding officer may designate.

William T. Ham and Joshua Bernhardt are hereby designated as presiding officers to conduct either jointly or severally the foregoing hearings.

Done at Washington, D. C., this 6th day of October, 1937. Witness my hand and the seal of the Department of Agriculture.

[SEAL]

H. A. WALLACE,
Secretary of Agriculture.

[F. R. Doc. 37-2966; Filed, October 6, 1937; 12:47 p. m.]

Bureau of Animal Industry.

HANDLING OF LIVE POULTRY, ST. LOUIS, MISSOURI

ORDER OF DESIGNATION

Whereas, the Act of Congress approved August 14, 1935, (49 Stat. 648) entitled "An Act to amend the Packers and Stockyards Act", added thereto a new title, as follows:

TITLE V. LIVE POULTRY DEALERS AND HANDLERS

SECTION 501. The handling of the great volume of live poultry required as an article of food for the inhabitants of large centers of population is attendant with various unfair, deceptive, and

fraudulent practices and devices, resulting in the producers sustaining sundry losses and receiving prices far below the reasonable value of their live poultry in comparison with prices of other commodities and in unduly and arbitrarily enhancing the cost to the consumers. Such practices and devices are an undue restraint and unjust burden upon interstate commerce and are a matter of such grave concern to the industry and to the public as to make it imperative that steps be taken to free such commerce from such burden and restraint and to protect producers and consumers against such practices and devices.

Sec. 502 (a) The Secretary of Agriculture is authorized and directed to ascertain from time to time and to designate the cities where such practices and devices exist to the extent stated in the preceding section and the markets and places in or near such cities where live poultry is received, sold, and handled in sufficient quantity to constitute an important influence on the supply and price of live poultry and poultry products. On and after the effective date of such designation, which shall be publicly announced by the Secretary by publication in one or more trade journals or in the daily press or in such other manner as he may determine to be adequate for the purpose approximately thirty days prior to such date, no person other than packers as defined in Title II of said Act and railroads shall engage in, furnish, or conduct any service or facility in any such designated city, place, or market in connection with the receiving, buying, or selling, on a commission basis or otherwise, marketing, feeding, watering, holding, delivering, shipping, weighing, unloading, loading on trucks, trucking, or handling in commerce of live poultry without a license from the Secretary of Agriculture as herein authorized valid and effective at such time. Any person who violates any provision of this subsection shall be subject to a fine of not more than \$500 or imprisonment of not more than six months, or both.

(b) Any person desiring a license shall make application to the Secretary, who may by regulation prescribe the information to be contained in such application. The Secretary shall issue a license to any applicant furnishing the required information unless he finds after opportunity for a hearing that such applicant is unfit to engage in the activity for which he has made application by reason of his having at any time within two years prior to his application engaged in any practice of the character prohibited by this Act or because he is financially unable to fulfill the obligations that he would incur as a licensee.

Sec. 503. Sections 202, 401, 402, 403, and 404 of said Act are amended by the addition of the words "or any live poultry dealer or handler" after the word "packer" wherever it occurs in said section. The term "live poultry dealer" means any person engaged in the business of buying or selling live poultry in commerce for purposes of slaughter either on his own account or as the employee or agent of the vendor or purchaser.

Sec. 504. The provisions of sections 305 to 316, both inclusive, 401, 402, 403, and 404 of said Act shall be applicable to licensees with respect to services and facilities covered by this title and the rates, charges, and rentals therefor except that the schedules of rates, charges, and rentals shall be posted in the place of business of the licensee as prescribed in regulations made by the Secretary.

Sec. 505. Whenever the Secretary determines, after opportunity for a hearing, that any licensee has violated or is violating any of the provisions of this title, he may publish the facts and circumstances of such violation and by order suspend the license of such offender for a period not to exceed ninety days and if the violation is flagrant or repeated he may by order revoke the license of the offender.

Whereas, the said amendment authorized and directed the Secretary of Agriculture to ascertain and designate the cities where the practices and devices named in section 501, above, exist to the extent stated in said section, and the markets and places in or near such cities where live poultry is re-



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ceived, sold and handled in sufficient quantity to constitute an important influence on the supply and price of live poultry and poultry products; and

Whereas, the Secretary of Agriculture has ascertained through independent investigations, correspondence, public hearings, and statements made by well-informed persons that practices and devices resulting in the producers sustaining sundry losses and receiving prices far below the reasonable value of their live poultry in comparison with the prices of other commodities, and in arbitrarily enhancing the cost to consumers, exist in the following-named city: St. Louis, Missouri.

Now, therefore, by virtue of such authorization and direction, the city above-named is hereby designated as a city

where the handling of live poultry required as an article of food for inhabitants of large centers of population is attendant with various unfair, deceptive, and fraudulent practices and devices, resulting in the producers sustaining sundry losses and receiving prices far below the reasonable value of their live poultry in comparison with prices of other commodities and in unduly and arbitrarily enhancing the cost to the consumers; and the markets and places in such city are hereby designated as markets and places where live poultry is received, sold and handled in sufficient quantities to constitute an important influence on the supply and prices of live poultry and poultry products.

It is hereby ordered, That notice of this designation shall be published in the following manner: By publication in the following-named papers:

St. Louis Daily Market Reporter.

St. Louis Post-Dispatch.

published within the City of St. Louis, in the State of Missouri, and by insertion in the following publications of the Department, to wit:

Press Service Release.

Marketing Activities.

such publication to be made on or about October 18, 1937.

It is further ordered, That such designation shall be effective on and after November 19, 1937.

In witness whereof, the Secretary of Agriculture has hereunto set his hand and caused the official seal of the Department of Agriculture to be affixed hereto in the City of Washington, District of Columbia, this 4th day of October, 1937.

[SEAL]

H. A. WALLACE,
Secretary of Agriculture.

[F. R. Doc. 37-2967; Filed, October 6, 1937; 12:47 p. m.]

FEDERAL TRADE COMMISSION.

United States of America—Before Federal Trade Commission

At a regular session of the Federal Trade Commission, held at its office in the City of Washington, D. C., on the 5th day of October, A. D. 1937.

Commissioners: William A. Ayres, Chairman; Garland S. Ferguson, Jr.; Charles H. March, Ewin L. Davis, Robert E. Freer.

[Docket No. 3141]

IN THE MATTER OF LORD & TAYLOR, BIBERMAN BROS., INC., AND GALEY & LORD, INC., CORPORATIONS

ORDER APPOINTING EXAMINER AND FIXING TIME AND PLACE FOR TAKING TESTIMONY

This matter being at issue and ready for the taking of testimony, and pursuant to authority vested in the Federal Trade Commission, under an Act of Congress (38 Stat. 717; 15 U. S. C. A., Section 41),

It is ordered, That W. W. Sheppard, an examiner of this Commission, be and he hereby is designated and appointed to take testimony and receive evidence in this proceeding and to perform all other duties authorized by law;

It is further ordered, That the taking of testimony in this proceeding begin on Thursday, October 14, 1937, at ten o'clock in the forenoon of that day (eastern standard time), in Room 338, Victoria Hotel, Seventh Avenue at Fifty-First Street, New York, New York.

Upon completion of testimony for the Federal Trade Commission, the examiner is directed to proceed immediately to take testimony and evidence on behalf of the respondent. The examiner will then close the case and make his report.

By the Commission.

[SEAL]

OTIS B. JOHNSON, Secretary.

[F. R. Doc. 37-2962; Filed, October 6, 1937; 10:43 a. m.]

United States of America—Before Federal Trade Commission

At a regular session of the Federal Trade Commission, held at its office in the City of Washington, D. C., on the 5th day of October, A. D. 1937.

Commissioners: William A. Ayres, Chairman; Garland S. Ferguson, Jr.; Charles H. March, Ewin L. Davis, Robert E. Freer.

[Docket No. 3148]

IN THE MATTER OF WALLY FRANK, LTD., A CORPORATION

ORDER APPOINTING EXAMINER AND FIXING TIME AND PLACE FOR TAKING TESTIMONY

This matter being at issue and ready for the taking of testimony, and pursuant to authority vested in the Federal Trade Commission, under an Act of Congress (38 Stat. 717; 15 U. S. C. A., Section 41),

It is ordered, That W. W. Sheppard, an examiner of this Commission, be and he hereby is designated and appointed to take testimony and receive evidence in this proceeding and to perform all other duties authorized by law;

It is further ordered, That the taking of testimony in this proceeding begin on Saturday, October 16, 1937, at nine o'clock in the forenoon of that day (eastern standard time), in room 338, Hotel Victoria, Seventh Avenue at Fifty-First Street, New York, New York.

Upon completion of testimony for the Federal Trade Commission, the examiner is directed to proceed immediately to take testimony and evidence on behalf of the respondent. The examiner will then close the case and make his report. By the Commission.

[SEAL]

OTIS B. JOHNSON, *Secretary*.

[F. R. Doc. 37-2963; Filed, October 6, 1937; 10:43 a. m.]

United States of America—Before Federal Trade Commission

At a regular session of the Federal Trade Commission, held at its office in the City of Washington, D. C., on the 5th day of October, A. D. 1937.

Commissioners: William A. Ayres, Chairman; Garland S. Ferguson, Jr.; Charles H. March, Ewin L. Davis, Robert E. Freer.

[Docket No. 3194]

IN THE MATTER OF FRANKLIN KNITTING MILLS, INC., A CORPORATION

ORDER APPOINTING EXAMINER AND FIXING TIME AND PLACE FOR TAKING TESTIMONY

This matter being at issue and ready for the taking of testimony, and pursuant to authority vested in the Federal Trade Commission, under an Act of Congress (38 Stat. 717; 15 U. S. C. A., Section 41),

It is ordered, That W. W. Sheppard, an examiner of this Commission, be and he hereby is designated and appointed to take testimony and receive evidence in this proceeding and to perform all other duties authorized by law;

It is further ordered, That the taking of testimony in this proceeding begin on Friday, October 15, 1937, at nine o'clock in the forenoon of that day (eastern standard time), at room 338, Hotel Victoria, Seventh Avenue at Fifty-First Street, New York, New York.

Upon completion of testimony for the Federal Trade Commission, the examiner is directed to proceed immediately to take testimony and evidence on behalf of the respondent. The examiner will then close the case and make his report. By the Commission.

[SEAL]

OTIS B. JOHNSON, *Secretary*.

[F. R. Doc. 37-2964; Filed, October 6, 1937; 10:43 a. m.]

United States of America—Before Federal Trade Commission

At a regular session of the Federal Trade Commission, held at its office in the City of Washington, D. C., on the 5th day of October, A. D. 1937.

Commissioners: William A. Ayres, Chairman; Garland S. Ferguson, Jr.; Charles H. March, Ewin L. Davis, Robert E. Freer.

[Docket No. 3206]

IN THE MATTER OF H. KLUGER, INC., A CORPORATION

ORDER APPOINTING EXAMINER AND FIXING TIME AND PLACE FOR TAKING TESTIMONY

This matter being at issue and ready for the taking of testimony, and pursuant to authority vested in the Federal Trade Commission, under an Act of Congress (38 Stat. 717; 15 U. S. C. A., Section 41),

It is ordered, That W. W. Sheppard, an examiner of this Commission, be and he hereby is designated and appointed to take testimony and receive evidence in this proceeding and to perform all other duties authorized by law;

It is further ordered, That the taking of testimony in this proceeding begin on Wednesday, October 13, 1937, at ten o'clock in the forenoon of that day (eastern standard time), in Room 338, Victoria Hotel, Seventh Avenue at Fifty-First Street, New York, New York.

Upon completion of testimony for the Federal Trade Commission, the examiner is directed to proceed immediately to take testimony and evidence on behalf of the respondent. The examiner will then close the case and make his report. By the Commission.

[SEAL]

OTIS B. JOHNSON, *Secretary*.

[F. R. Doc. 37-2965; Filed, October 6, 1937; 10:44 a. m.]

SECURITIES AND EXCHANGE COMMISSION.

RULES UNDER PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

OCTOBER 4, 1937.

Certain subsidiaries of registered holding companies, subject to jurisdiction of Interstate Commerce Commission, exempted from Public Utility Holding Company Act of 1935 with respect to transactions approved by the Interstate Commerce Commission—limitation on exemption from section 9 (a) (1) of the Act.

Acting pursuant to the authority granted by the Public Utility Holding Company Act of 1935, and particularly Section 3 (d) thereof, and finding such action necessary and appropriate in the public interest and for the protection of investors and consumers, and not contrary to the purposes of said Act, the Securities and Exchange Commission hereby adopts Rule 3D-8 to read as follows:

RULE 3D-8. EXEMPTION OF SUBSIDIARIES SUBJECT TO JURISDICTION OF INTERSTATE COMMERCE COMMISSION

Any subsidiary company of a registered holding company, which subsidiary is subject to the jurisdiction of the Interstate Commerce Commission but is not an electric or gas utility company or a holding company, is hereby exempted from the obligations, duties, and liabilities imposed by the Act with respect to any transaction which is approved by the Interstate Commerce Commission, except that the exemption provided from Section 9 (a) (1) by this rule shall not be applicable to any acquisition of securities of any electric or gas utility company or holding company which is an associate of the acquiring company or to any acquisition by which said subsidiary will become a public utility or holding company.

Information or documents derived under certain sections of the Act are confidential and no disclosure of same is to be made, except under Commission authorization.

The Securities and Exchange Commission acting pursuant to authority conferred upon it by the Public Utility Holding

Company Act of 1935, particularly Section 20 (a) thereof, and finding that the disclosure of information obtained in the course of examinations, studies and investigations conducted pursuant to Section 13 (g), Section 15 (f), or paragraph (a) or (b) of Section 18 would be contrary to the public interest and would interfere with the execution of the functions vested in the Commission, hereby adopts the following rule:

RULE 5. NON-DISCLOSURE OF INFORMATION OBTAINED IN THE COURSE OF EXAMINATIONS, STUDIES AND INVESTIGATIONS

Information or documents obtained by officers or employees of the Commission in the course of any examination, study or investigation pursuant to Section 13 (g), Section 15 (f), or paragraph (a) or (b) of Section 18 shall, unless made a matter of public record, be deemed confidential. Officers and employees are hereby prohibited from making such confidential information or documents available to anyone other than a member, officer, or employee of the Commission, unless the Commission authorizes the disclosure of such information or the production of such documents as not being contrary to the public interest. Any officer or employee who is served with a subpoena requiring the disclosure of such information or the production of such documents shall appear in court, and, unless the authorization described in the preceding sentence shall have been given, shall respectfully decline to disclose the information or produce the documents called for, basing his refusal upon this rule. Any officer or employee who is served with such a subpoena shall promptly advise the Commission of the service of such subpoena, the nature of the information or documents sought, and any circumstances which may bear upon the desirability of making available such information or documents.

Exempted acquisitions, under Rule 9C-3 (5), limited to liquidating securities where recipient has no option of receiving other or different kinds or amounts of property, cash, or securities than those acquired.

Under limitations, exempted acquisitions under Rule 9C-3 (6) broadened to include receipt of securities because of a declaration of a dividend even where at option of recipient and relaxing conditions on acquisition by company not before or after such acquisition an associate company of issuer.

Addition of paragraph (F) to Rule 9C-3 (9), as complementary rule to 3D-8—further exempted acquisition permitted in case of reorganization, as defined by rule.

Acting pursuant to the authority conferred upon it by the Public Utility Holding Company Act of 1935, and particularly Sections 3 (d), 9 (c), and 20 (a) thereof, and finding that amendment of Rule 9C-3 (5), 9C-3 (6), and 9C-3 (9) is necessary and appropriate and that such acquisitions of securities by registered holding companies and subsidiary companies thereof as are exempted from the provisions of the Act by said rule, as hereinafter amended, are appropriate, within the limitations therein stated, and are not detrimental to the public interest or that of investors or consumers; and finding further that the following action is necessary and appropriate to carry out the provisions of said Act and not contrary to the purposes thereof, the Securities and Exchange Commission hereby amends said Rules 9C-3 (5), 9C-3 (6) and 9C-3 (9), so that the same will read as follows:

CERTAIN ACQUISITIONS OF SECURITIES EXEMPTED

RULE 9C-3 (5). Any such company may acquire any security issued or delivered to it as a dividend, including a partial or total liquidating dividend, payable in stock or other securities without any option on the part of any recipient of such dividend to accept or receive other or different kinds or amounts of property, cash or securities than those so acquired by such company; or issued or delivered to it as a result of a change in respect to par or stated value of, a split up of, or a reduction in the number of shares of stock which the issuer has outstanding.

RULE 9C-3 (6). Any such company may acquire any securities issued (A) by a company which is a majority-owned

subsidiary thereof, or (B) by a company which is not, immediately before or immediately after such acquisition, an associate company thereof: *Provided* that in either case such acquisition is effected without payment of any premium or additional consideration and that such acquiring company is entitled to receive such securities

(a) because of any reclassification of securities of such other company or other change in the rights or holders thereof; or

(b) because of the exercise by the acquiring company of a right or privilege to convert securities which it already owns into other securities; or

(c) because of the declaration of a dividend which, at the option or election of the recipient, is payable in different kinds or amounts of property, cash or securities; or

(d) because of an offer made by a company described in Clause (B) above to all holders of one or more classes of its securities to deliver new securities in exchange for securities it then has outstanding; or

(e) because of an offer made by a company described in Clause (A) above to all holders of one or more classes of its securities to deliver new securities in exchange for securities it then has outstanding, if the issuance of such new securities is subject to provisions of Section 6 (a) or is exempted therefrom by order pursuant to Section 6 (b).

RULE 9C-3 (9). Any such company may acquire any security to which it becomes entitled by virtue of any reorganization (whether effected through a statutory merger or consolidation or by sale of the entire assets of the company or companies undergoing reorganization, or otherwise, and including a recapitalization or reincorporation) of one or more other companies, whether or not any such other company is the issuer of such security, if any one of the following additional conditions is satisfied:

(a) immediately prior to such reorganization and upon completion thereof, no company undergoing such reorganization and no issuer of any security so acquired is an associate company of the acquiring company; or

(b) immediately before such acquisition such acquiring company owns, directly or indirectly, substantially all of the outstanding securities of the company undergoing reorganization and, upon completion thereof, substantially all of the outstanding securities of the company undergoing reorganization, its successor or successors, are owned by the acquiring company; or

(c) such reorganization involves merely the transfer by a single company of substantially all of its assets to a new company having substantially the same capital structure, and does not involve any other substantial change in the rights of existing security holders; or

(d) such reorganization plan has been approved by the Commission under Section 11 (f); or

(e) all of the companies undergoing reorganization are public utility companies which are organized under the laws of the same State and the business of each of which is substantially confined to such State; such reorganization is effected through a statutory merger or consolidation of such companies or through a sale of the entire assets of one or more of such companies to another such company; the securities acquired in such a transaction do not, upon the consummation of such transaction, have a value in excess of \$100,000 or in excess of five per cent of the total assets of the successor company or the reorganized company which continues in business, whichever of said sums is less; and all acquisitions of utility assets involved in such reorganization have been expressly authorized by the State commission of the State in which such companies are organized; or

(f) the securities so acquired are issued to the acquiring company solely in consideration of its interest in the company or companies undergoing reorganization and the transactions constituting such reorganization, including the issuance and sale of the securities so acquired, are exempt from Sections 6 and 9, respectively, by virtue of Rule 3D-8 (relat-

ing to certain transactions approved by the Interstate Commerce Commission);

Provided, however, That the exemption provided by this rule shall not be applicable to the acquisition of any securities if such securities are carried on the books of the acquiring company at a higher valuation, in the aggregate, than the one at which securities surrendered or exchanged for such securities were so carried immediately prior to such acquisition.

By the Commission.

[SEAL]

FRANCIS P. BRASSOR, *Secretary.*

[F. R. Doc. 37-2969; Filed, October 6, 1937; 12:53 p. m.]

United States of America—Before the Securities and Exchange Commission

At a regular session of the Securities and Exchange Commission held at its office in the City of Washington, D. C., on the 6th day of October, A. D., 1937.

[File No. 31-34]

IN THE MATTER OF INTERNATIONAL UTILITIES CORPORATION ET AL.

NOTICE OF AND ORDER FOR HEARING

Applications having been filed with this Commission by International Utilities Corporation, a Maryland corporation, on behalf of itself and the several corporations hereinafter named, as follows:

1. Pursuant to Section 2 (a) (4) of the Public Utility Holding Company Act of 1935, for an order of the Commission declaring each of Home Natural Gas Company and Kansas-Oklahoma Natural Gas Company, each a Kansas corporation, not to be a gas utility company;

2. Pursuant to Section 3 of the Public Utility Holding Company Act of 1935, for exemption of General Water Gas and Electric Company, a Delaware corporation, and its subsidiary companies as such from the provisions of said Act;

3. Pursuant to Section 3 of the Public Utility Holding Company Act of 1935, for exemption of Edgemoor Utilities Corporation, a Delaware corporation, from the provisions of said Act;

4. Pursuant to Section 3 of the Public Utility Holding Company Act of 1935, for exemption of American Equities Company, a Delaware corporation, and its subsidiary companies as such from the provisions of said Act;

5. Pursuant to Section 3 of the Public Utility Holding Company Act of 1935, for exemption of International Public Utilities Corporation, a Delaware corporation, and its subsidiary companies as such from the provisions of said Act;

6. Pursuant to Section 3 of the Public Utility Holding Company Act of 1935, for the exemption of Dominion Gas and Electric Company, a Delaware corporation, and its subsidiary companies as such from the provisions of said Act;

7. Pursuant to Section 2 (a) (8) of the Public Utility Holding Company Act of 1935, for an order of the Commission declaring Community Public Service Company not to be a subsidiary company of International Utilities Corporation or of any subsidiary company of International Utilities Corporation;

8. Pursuant to Section 2 (a) (8) of the Public Utility Holding Company Act of 1935, for an order of the Commission declaring Garigliano Societa Idroelettrica not to be a subsidiary of International Utilities Corporation or of any subsidiary company of International Utilities Corporation;

9. Pursuant to Section 3 of the Public Utility Holding Company Act of 1935, for exemption of International Utilities Corporation and every subsidiary of said corporation as such from the provisions of said Act;

It is ordered, That a joint hearing on all of such matters be held on October 14, 1937, at 10:00 o'clock in the forenoon of that day at Room 209, Securities and Exchange Building, 1778 Pennsylvania Avenue, N. W., Washington, D. C.; and

Notice of such hearing is hereby given to each of the above named parties and to any interested State, State commission, State securities commission, municipality, and any other political subdivision of a State, and to any representative of interested consumers or security holders, and any other person whose participation in such proceedings may be in the public interest or for the protection of investors or consumers. It is requested that any person desiring to be heard or to be admitted as a party to such proceedings shall file a notice to that effect with the Commission on or before October 11, 1937.

It is further ordered, That Charles S. Moore, an officer of the Commission, be and he hereby is designated to preside at such hearing, and authorized to adjourn said hearing from time to time, to administer oaths and affirmations, subpoena witnesses, compel their attendance, take evidence, and require the production of any books, papers, correspondence, memoranda, contracts, agreements, or other records deemed relevant or material to the inquiry, and to perform all other duties in connection therewith authorized by law.

Upon the completion of the taking of testimony in these matters, the officer conducting said hearing is directed to close the hearing and make his report to the Commission.

By the Commission.

[SEAL]

FRANCIS P. BRASSOR, *Secretary.*

[F. R. Doc. 37-2968; Filed, October 6, 1937; 12:53 p. m.]

